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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 813
(CONTRARIAN FUNDS, LLC AS TRANSFEREE OF ENTERGY MISSISSIPPI INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Contrarian Funds, LLC ("Contrarian") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 813 (Contrarian Funds LLC As Transferee Of Entergy Mississippi Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 22, 2005, Entergy Mississippi Inc. ("Entergy Mississippi") filed proof of claim number 813 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$963,099.68 (the "Claim") arising from services provided.

WHEREAS, on February 15, 2007, Entergy Mississippi transferred its interest in the Claim to Contrarian pursuant to a Notice of Transfer (Docket No. 6972).

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 19, 2007, Contrarian filed its Omnibus Response Of Contrarian Funds, LLC To Debtors' Fourteenth And Fifteenth Omnibus Claims Objections (Docket No. 8320) (the "Response").

WHEREAS, on January 3, 2008, to resolve the Fifteenth Omnibus Claims

Objection with respect to the Claim, DAS LLC and Contrarian entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$363,099.68.

WHEREAS, nothing in this Joint Stipulation and Agreed Order, including without limitation the recital paragraphs hereof, shall be deemed to conclusively determine that the transfer of the Claim constitutes a sale to Contrarian or constitutes an assignment to Contrarian. Notwithstanding anything in this Joint Stipulation and Agreed Order to the contrary including, without limitation, the recital paragraphs hereof, Contrarian expressly reserves the right to characterize the transfer of the Claim as a sale to Contrarian or to characterize the transfer of the Claim as an assignment to Contrarian and the Debtors expressly reserve the right to contest the same.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Contrarian stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$363,099.68 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. The Fifteenth Omnibus Claims Objection and the Response, with respect to the Claim, are deemed resolved by the terms of the Settlement Agreement.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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